

U.S. SECURITIES

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OMB APPROYAL OMB Humber: 3235-0076 Expires: January 31, 1988



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Washington, D.C. 1957

SEC US	E OHLY
Preffx	Serial
DATE RE	CEIVED

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Name of Offering (1)	check if this is an amendment and	name has changed, and	indicate change.)	
Isolagen, Inc.	<u> </u>			
Filing Under (Check box	(es) that apply): DRule 504	Rule 505 Rule 50	6 D Section 4(6) D ULO	3
Type of Filiage New	Filing Amendment			
	美国工作工作 30 mm/20 m	DESCRIPTION OF THE SECTION OF THE SE		
	requested about the issuer			
•	ck if this is an amendment and nan	ne has changed, and indi	cate change.)	
Isolagen, Inc.				
Address of Executive Offi 2500 Wilcrest, 5th	h Floor, Houston, II 77		Telephone Number (Including 713-780-4754	; Area Code)
Address of Principal Busin (if different from Executiv	ness Operations (Number and Stree re Offices)	t, City, State, Zip Code)	Telephone Number (Including	Area Code)
Brief Description of Busine	cr2	•		
Research, develop	ent and commercializati	on of autblogous	cellular systems.	
Kepepton, and and	•		•	·
		· · · · · · · · · · · · · · · · · · ·		
Type of Business Organizat	ion D limited partnership, alre	eady formed		PROCESSE
corporation	•	- (O other (please specify):	
☐ business trust	` D limited pattnership, to l	oc tormen	·	SEP 2 4 2002
	•	Month Year	•	PIHOMSON
Actual or Estimated Date of	f Incorporation or Organization:		Actual D Estimated	FRUNCIAL
Jurisdiction of Incorporation	n or Orginization: (Enter two-letter	U.S. Postal Service abb FN for other foreign jun	reviation for State: DE	
GENERAL INSTRUCTION	\$	•		•
es sea, or 15 U.S.C. 770(6).	thing an offering of securities in relia	•		
When To File: A notice must	be filed no later than 15 days after ange Commission (SEC) on the earl the date on which it is due, on the dat	ter of the date of it second	WALL DATE OF A STATE OF THE STA	
Where to File: U.S. Societies	and Exchange Commission, 450 F	ilih Street, N.W., Washi	ngton, D.C. 20549.	·
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Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copi signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts. A and B. Part B and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

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This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adorded III OR and this have adorded III OR and this have adorded the fact that the description of the III that have adopted ULOB and that have adopted this form. Issuers relying on ULOB must file a separate notice with the Securities Administratof in each state where sales are to be, or have been made. He state services the separate notice with the Securities Administratof in each state where sales are to be, or have been made. He state services the securities are to be or have been made. in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This will be a fee in the proper amount shall accompany this form. tion, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and a state of the notice constitutes a part of this notice and a state of the notice constitutes a part of this notice and a state of the notice and a state of this notice and a state of the notice and a state of this notice and a state of the noti law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

		A. BASICEDENT	HICATION DATA		
2. Enter the information requ	ested for the fo				
Each promoter of the is	ssuer, if the issu	uer has been organized	d within the past five ye	ars;	
					or more of a class of equit
Each executive officer as	nd director of co	orporate issuers and of	f corporate general and n	nanaging partne	rs of partnership issuers; an
 Each general and mana 	ging partner of	partnership issuers.	•	·	
Check Box(es) that Apply:] Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Marko, Olga	individual)				
Business or Residence Address C/O Isolagen, Inc.	Number and	Street, City, State, Zorest, 5th F1.	Zip Code) Houston, TX 77	7042	
Check Box(E) that Apply . I	Prometer	B Beneficial Oxogen	La fricance Officer	II Director	El General and Or Managing Pattner
rull Name (Last same lins), if	lejívátel) - /:				
Business of Residence Address	(Chimice me	(Single, City, Side)	Alj Gode)		Etg. A.
Check Box(es) that Apply:	Promoter (☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Tomz, Jeffrey W.	individual)				
Business or Residence Address c/o Isolagen, Inc.,		Street, City, State, Zerest, 5th F1.,		042	
Cock Hor(c) diet Apply	Rogore I	ට එකදු විදුනු බලාදේද	Ei Positive Officer	E) bliceor	© Concept and or Managing Partner
full Name (Cast name first, 1)	indivalieli)				r e
Business or Residence Address	(Shinber ind	Štal (Ch. Sile, Z	te Code)		2
Check Box(es) that Apply:	Promoter C	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if i Mamaux, Jeff	ndividual)			·	
Business or Residence Address c/o Isolagen, Inc.,	•		-)42	9
Check Basics) that Apply & E	Promoter - E	S Beneficki Ovice	El Executive Officers	El Director	El General and Art Managing Partner
Fall Name (Last name distrated)	e(fyridiai)	ngs.			
Blismess or Residence Address	(Number and	Sirci (City Claic 7/	ip(Code)		
Check Box(es) that Apply:	Promoter [Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if is	ndividual)				

Business or Residence Address (Number and Street, City, State, Zip Code)

		A BASICIDENI	ification datas:		
2. Enter the information i	_	-	•		
		issuer has been organize			
 Each beneficial own securities of the issu 	er having the poer;	ower to vote or dispose,	or direct the vote or dis	position of, 10%	or more of a class of equit
• Each executive office	er and director o	of corporate issuers and o	f corporate general and	managing partn	ers of partnership issuers; and
 Each general and m 	anaging partner	of partnership issuers.		/	
Check Box(es) that Apply:	☐ Promoter	D Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first Thomkins, Robert	•		•		
Business or Residence Addr c/o Isolagen, Inc		and Street, City, State, 1 1crest, 5th Fl.,		7042	
Check Bot(E) that Apply	El-Promoter	El Baratatil Great	E)Étempe Offeir	Ελ ύ π•οι	In General and/or Managing Partner
சக் வக்க சக்சி இருத்திரு	(Lightschar)				
Business of Realders Addi	es (Norder	मधिर्वास्तर, ६७७, रेमार	/iji (0:04)		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, Benchmark Equity G	· · · · · · · · · · · · · · · · · · ·				
Business or Residence Address 500 Gemini, Suite	ss (Number a 100, Houst	on, TX 77058	ip Code)		•
Cheek Bories) Heir Apply	E) Promorer	E) Panerer) Coner.	D Provide Officer	L Diesor	EL Genevil milkor: Miniging Pathier
Fill Name (Leas anne first	ndrogalia) 1				
Residence Address	55 = (Linin) = 7	ng Small (CO), Small (म् (१५८)		
Check Box(es) that Apply:	O Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addres	ss' (Number a	nd Street, City, State, Z	ip Code)		
Circuis Brit(es) that Apoly	El Pronoter	E) Peratan Omar	Election Office :	E Pro-	Managing Partition
Full Name (Losi usine first)	it háradeu)				
Business of Residence Author	s (Cambaca)	d Street City, Suite 7	n Crita)		
Check Box(es) that Apply:	O Promoter	D Beneficial Owner	☐ Executive Officer	Director	O General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

				, B:	INFORM	AHON A	B(0)10 T @(0)E	eering.					
1. Has	s the issue	r sold, or	does the is	suer inten	d to sell, t	o non-acci	edited inve	estors in th	nis offerin	g ? .		Yes	No
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	at is the m				e accepted	from any	individual	1?		· · · · · · · · · · · · · · · · · · ·		\$ <u>52</u>	.50
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Full Nam	ic (Last na	une first, i	f individu	ul)									
	Ford	ham Fir	nancial	Manage	ement, I	Inc.							
Business	or Residen	ice Addres	s (Number	and Stree	t, City, St	ate, Zip C	code)						
						Vork,	•	005					
Name of	Associated	i Broker o	r Dealer								<u> </u>		
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States in	Which Per	rson Listed	Has Solid	ited or In	tends to S	olicit Purc	hasers						
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[RI]	[SC]	[SD]	[111]	[TX]	(UT)	[VT]	[VA]	[WA]	[WV]	[WI]	(WY)	[PR]	
Full Name	(Last nar	ne first, if	individual)			•						
Business o	r Residenc	æ Address	(Number	and Street	, City, Sta	te, Zip Co	ode)	•					
			·										
Name of A	Associated	Broker or	Dealer	•									
States in V	Which Pers	son Listed	Has Solici	ted or Inte	ends to So	licit Purch	asers					· 11 C4	ates
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold 118 ☐ Common Preferred Other (Specify __ Total \$\frac{10,132,500}{5}\$ 118 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Type of offering Security Sold 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Accounting Fees Engineering Fees \$1,114.575 Sales Commissions (specify finders' fees separately)..... Other Expenses (identify) blue sky and other miscellaneous

C: OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total....

" 08/30/2002 08:56 FAλ 516 487 1432

COFFERING PRICE NUMBER	OF INVESTORS EXPENSES AND	USE OF PROCEED	Terror constraints
b. Enter the difference between the aggregate offer tion 1 and total expenses furnished in response to I "adjusted gross proceeds to the issuer."	Part C - Question 4.a. This difference i	s the	s_8,874,000
 Indicate below the amount of the adjusted gross prused for each of the purposes shown. If the amount estimate and check the box to the left of the estimate the adjusted gross proceeds to the issuer set forth in 	it for any purpose is not known, furnis. The total of the payments listed must e	sh an equal pove.	
	· v	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	· · · · · · · · · · · · · · · · · · ·	x 500,000	O \$
Purchase of real estate	, 	O S	□ \$
Purchase, rental or leasing and installation of r	nachinery and equipment	□ s	O \$
Construction or leasing of plant buildings and	facilities	□ \$	□ \$
Acquisition of other businesses (including the voffering that may be used in exchange for the issuer pursuant to a merger)	assets or securities of another	□ s	□ s
Repayment of indebtedness		O \$	□ S
Working capital	·	O \$	\$6,374,000
Working capital	'	o s	\$ 1,000,000
		_ s	\$1,000,000
Column Totals			
Total Payments Listed (column totals added).	•••••	⅓ \$ <u>8,8</u>	374,000
	EFEDERALESIGNATURE		
The issuer has duly caused this notice to be signed by following signature constitutes an undertaking by the is quest of its staff, the information furnished by the iss	suer to furnish to the U.S. Securities at	nd Exchange Commis	sion, upon written re-
Issuer (Print or Type)	Signature	Date	
ISOLAGEN, INC.	Tillow of	_ ·	August 28, 2002
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Jeffrey Tomz	Chief Financial Officer	/Secretary	

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

				APP	ENDIX				
1		2	3 Type of security			4		Disqual	5 ification ate ULOE
	to non-a	to sell ccredited s in State -Item 1)	and aggregate offering price offered in state (Part C-Item1)		amount pu	investor and rchased in State C-Item 2)		(if yes explan waiver	attach ation of granted)
State	Yes	No	(Fait C-Itelli)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	-Item1)
AL				2					1.0
AK									
AZ		Х	Preferred Stock	2		-0-	78,750		X
AR									
CA		X	Preferred Stock	11		-0-	787,750		X
СО						·			
CT									
DE									
DC									·
FL		X	Preferred Stock	2		-0-	1,601,250		X
GA					· · · · · · · · · · · · · · · · · · ·				
ні					<u> </u>				
ID			D C 1						
IL		X	Preferred Stock	. 2		-0-	131,250		X
IN	<u> </u>							·	
IA									
KS					·				
KY									
LA		<u> </u>							
ME		<u> </u>	h 1						
MD		X	Preferred Stock	3		-0-	105,000		X
MA		<u> </u>			<u> </u>		ļ		ļ
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APPE	

Intend to sell to non-accredited investors in State Yes No	1		2	3			4			5	
		Intend	l to sell			Disqualification under State ULOE					
Investors in State (Part B tem 1) (Part C-1tem) (Part		to non-a	ccredited	offering price		Type of i		explanation of			
Number of Accredited Investors									waiver granted)		
State Ves No Accredited Investors Amount Investors Non-Accredited Investors Amount Investors Yes No MT I<	ļ	(Pail B	-item 1)	(Part C-Item1)	Number of	(Part		```	(Part E-Item1)		
MT NE -0<					1						
NE NV NH NV	State	Yes	No	<u> </u>	Investors	Amount	Investors	Amount	Yes	No	
NV	MT					·					
NH Preferred Stock 5 -0- 2,747,500 X NM X Preferred Stock 28 -0- 1,601,250 X NY X Stock Stock 28 -0- 1,601,250 X NC X Preferred Stock 1 -0- 52,500 X ND X Preferred Stock 3 -0- 105,000 X OK OR OR OR OR SC SD TX X Preferred Stock 1 TX X Preferred Stock 5 <	NE									·	
NJ X Preferred Stock 5 -0- 2,747,500 X NM X Preferred Stock 28 -0- 1,601,250 X NC X Preferred Stock 1 -0- 52,500 X ND X Preferred Stock 3 -0- 105,000 X OK - - -0- 52,500 X RI - - -0- 52,500 X TX X Preferred Stock 1 -0- 26,250 X TX	NV										
NM	NH			D					··		
NM X Preferred Stock 28 -0- 1,601,250 X NC X Preferred Stock 1 -0- 52,500 X ND X Preferred Stock 3 -0- 105,000 X OK - - -0- 105,000 X OK - - -0- 105,000 X OR - - -0- 52,500 X RI - - -0- 52,500 X SD - - - - - TX X Stock 1 -0- 26,250 X TX X X -0- 297,122 X VT - - -	NJ		3		5			2,747,500	· · · · · · · · · · · · · · · · · · ·	Х	
NY	NM			D 1		·					
NC	NY		X	Stock	28	······································	-0-	1,601,250	·	X	
OH X Stock 3 -0- 105,000 X OK	NC				1		-0-	52,500		X	
OH	ND										
OR	ОН		Х		3		-0-	105,000		Х	
OR X Preferred Stock 2 -0- 52,500 X RI X Stock 2 -0- 52,500 X SC SD -0- -0- 26,250 X TN X Stock 1 -0- 26,250 X TX X Preferred Stock 5 -0- 297,122 X UT VT VA -0- 297,122 X VA -0- 297,122 X WA -0- -0- -0- -0- -0- WY -0- -0- -0- -0- -0- -0- WY -0- -0- -0- -0- -0- -0- -0- -0- -0- -0- -0- -0- <t< td=""><td>ОК</td><td></td><td></td><td>i</td><td></td><td></td><td></td><td></td><td></td><td></td></t<>	ОК			i							
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TN X Stock 1 -0- 26,250 X TX X Preferred Stock 5 -0- 297,122 X VT VT </td <td>SD</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	SD										
TX	TN			Stock	1		-0-	26,250		Х	
VT	TX		Х		5		-0-	297,122		Х	
VA	UT										
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